

Orbital Tracking Corp.
Form 4
August 03, 2015

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Phipps David

(Last) (First) (Middle)

C/O ORBITAL TRACKING
CORP., 18851 N.E. 29TH AVE.,
SUITE 700

(Street)

AVENTURA, FL 33180

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Orbital Tracking Corp. [TRKK]

3. Date of Earliest Transaction
(Month/Day/Year)

07/15/2015

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____ Officer (give title ____ Other (specify
below) below)

CHIEF EXECUTIVE OFFICER

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	07/15/2015		S	200,000	D		
Common Stock	07/15/2015		C	200,000	A		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
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(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Series E Convertible Preferred Stock	(2)	07/15/2015		S	180,000	(2) (2)	Common Stock 1,800,000
Series E Convertible Preferred Stock	(2)	07/15/2015		S	50,000	(2) (2)	Common Stock 500,000
Series E Convertible Preferred Stock	(2)	07/15/2015		C	20,000	(2) (2)	Common Stock 200,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Phipps David C/O ORBITAL TRACKING CORP. 18851 N.E. 29TH AVE., SUITE 700 AVENTURA, FL 33180	CHIEF EXECUTIVE OFFICER

Signatures

/s/ David Phipps 08/03/2015

Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) The Reporting Person acquired 200,000 shares of common stock of the Issuer in connection with a conversion of 20,000 shares of Series E Preferred Stock.
- (2) Each share of Series E Preferred Stock is convertible into ten (1) shares of common stock and has no conversion price, exercisable date, or expiration date.
- (3) The market price for the underlying shares of common stock, on a per share basis, was \$0.80.

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Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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